

16

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

July 28, 1993

3-211A036

Mr. Sidney L. Strickland, Jr.
Secretary

Interstate Commerce Commission

12th and Constitution Avenues, N.W.

Washington, D.C. 20423

RECORDATION NO. 18174-A FILED 1425

JUL 30 1993 1:05 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed and acknowledged originals of a Memorandum of Assignment Agreement dated as of July 30, 1993, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Lease Agreement dated as of February 15, 1993 which was filed and recorded on February 15, 1993 under Recordation Number 18174.

The names and addresses of the parties to the enclosed documents are:

Assignor:

Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Assignee:

U.S. Rail Services, A Division of
United States Leasing International, Inc.
P.O. Box 193985
San Francisco, CA 94119

JUL 30 12 53 PM '93
MOTOR OPERATING UNIT

Mr. Sidney L. Strickland, Jr.

July 28, 1993

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The description of the railroad equipment covered by the enclosed document is:

One hundred (100) 100 ton high-cube 52-foot 8-inch boxcars with double 8-foot plug doors marked and numbered MRL 10001 through MRL 10100, inclusive.

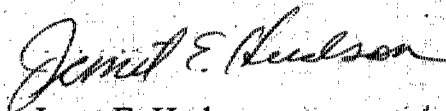
Also enclosed is a check for \$16 each payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two (2) stamped originals of the enclosed document to either Charles T. Kappler or Bob Alvord of Alvord and Alvord, 918 16th Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed ^{SPROK day} primary document to appear in the Commission's Index is:

Memorandum of Assignment dated as of July 30, 1993 between Greenbrier Leasing Corporation, Assignor, and U.S. Rail Services, a Division of United States Leasing International, Inc., Assignee, covering one hundred (100) 100 ton high-cube 52-foot 8-inch boxcars with double 8-foot plug doors marked and numbered MRL 10001 through MRL 10100, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

RECORDATION NO. 18174-A FILED 1125

JUL 30 1993 1-05 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

U.S. RAIL SERVICES, A DIVISION OF
UNITED STATES LEASING INTERNATIONAL, INC.

JULY 30, 1993

Green. 515 - MRL

Memorandum of Assignment Agreement made and entered into as of July 30, 1993 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and U.S. Rail Services, a division of United States Leasing International, Inc. a Delaware corporation, ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to Montana Rail Link, Inc. ("Lessee") one hundred (100) 100 ton high-cube 52-foot 8-inch boxcars with double 8-foot plug doors marked and numbered MRL 10001 through MRL 10100, inclusive (the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding railcars which are the subject of that Lease.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb
Title: Exec. Vice President

U.S. RAIL SERVICES, A DIVISION OF
UNITED STATES LEASING INTERNATIONAL, INC.

By: _____

Title: _____

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 28th day of July, 1993, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF)
) ss.
COUNTY OF)

On this ____ day of _____, 1993, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of U.S. Rail Services, a division of United States Leasing International, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

Memorandum of Assignment Agreement made and entered into as of July 30, 1993 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and U.S. Rail Services, a division of United States Leasing International, Inc. a Delaware corporation, ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to Montana Rail Link, Inc. ("Lessee") one hundred (100) 100 ton high-cube 52-foot 8-inch boxcars with double 8-foot plug doors marked and numbered MRL 10001 through MRL 10100, inclusive (the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding railcars which are the subject of that Lease.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: _____

Title: _____

U.S. RAIL SERVICES, A DIVISION OF
UNITED STATES LEASING INTERNATIONAL, INC.

By:  _____

Title: PRESIDENT _____

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this ____ day of _____, 1993, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF California)
) ss.
COUNTY OF San Francisco)

On this 28 day of July, 1993, before me personally appeared
Peter M. Jones, to me personally known, who being by me duly sworn,
says that he is the President of U.S. Rail Services, a division of
United States Leasing International, Inc. that the foregoing instrument was signed on behalf of
said corporation, and he acknowledged that the execution of the said instrument was his free act
and deed.


NOTARY PUBLIC

My commission expires: February 15, 1994